

FOURTH AMENDMENT TO MEMORANDUM OF AGREEMENT

This Fourth Amendment to Memorandum of Agreement (“Fourth Amendment”) is made this ____ day of April, 2006 by, between and among **Woodlands at Laurel Hill, LLC**, a Massachusetts limited liability company with a principal place of business at 676 Elm Street, Suite 300, Concord, MA 01742, on behalf of itself its successors, assigns and nominees (“Woodlands”); and the **Town of Acton** (“Town”), acting by and through its Board of Selectmen, with an address of 472 Main Street, Acton, Massachusetts 01720 (“Board of Selectmen”).

WHEREAS, the Town and Woodlands have entered into a Memorandum of Agreement dated March __, 2005, with respect to Woodlands’ applications for comprehensive permits under M.G.L. c. 40B, §§ 20-23, with the Acton Zoning Board of Appeals (“Acton ZBA”) and the Westford Zoning Board of Appeals (“Westford ZBA”) for a residential project in Acton and Westford (the “Agreement”).

WHEREAS, the Town and Woodlands have entered into a First Amendment to the Memorandum of Agreement dated May 9, 2005 (“First Amendment”).

WHEREAS, the Town and Woodlands have entered into a Second Amendment to the Memorandum of Agreement dated september 26, 2005 (“Second Amendment”).

WHEREAS, the Town and Woodlands have entered into a Third Amendment to the Memorandum of Agreement dated December 13, 2005 (“Third Amendment”).

WHEREAS the Agreement as amended by the First Amendment, the Second Amendment and the Third Amendment contains certain dates by which actions are to occur.

WHEREAS, the Town and Woodlands agree that certain of those dates should be further extended at this time.

NOW THEREFORE, for adequate consideration, the receipt and sufficiency of which are hereby acknowledged Woodlands and the Board of Selectmen agree as follows:

1. Date for Issuance of Special Permit

The date in Sections 4(b) and 6(b) of the Agreement by which the Acton Planning Board is to issue a special permit for the development and construction of a Senior Residence development in lieu of a 40B development on that portion of the Property in Acton designated as Lot 4 is extended from January June 30, 2006 to September 30, 2006.

2. Authority

Each individual signing this Agreement warrants and represents that he or they are authorized to do so. Woodlands shall execute and append hereto a Certificate in a form mutually acceptable to Town Counsel and Woodlands counsel attesting to the authority of its signatory hereto.

3. Counterparts

This Fourth Amendment may be executed in several counterparts and all counterparts so executed shall constitute one Agreement which shall be binding on all of the parties hereto.

Duly authorized and executed as a sealed instrument as of the date first written above.

WOODLANDS AT LAUREL HILL, LLC

By: _____
David E. Hale, Manager
And not individually

ACKNOWLEDGEMENT

COMMONWEALTH OF MASSACHUSETTS
MIDDLESEX, SS.

On this ____ day of _____, 2006, before me, the undersigned Notary Public, personally appeared David E. Hale, Manager as aforesaid, and proved to me through satisfactory

evidence of identification, which was _____, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as a duly authorized member of Woodlands at Laurel Hill, LLC.

_____(official signature and seal of notary)

My commission expires _____

TOWN OF ACTON, MASSACHUSETTS,
By its Board of Selectmen,

Peter K. Ashton, Chairman

F. Dore' Hunter

Lauren S. Rosenzweig

Walter M. Foster

Andrew D. Magee

TOWN ACKNOWLEDGEMENT

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF MIDDLESEX

On this _____ day of _____, 2006, before me, the undersigned Notary Public, personally appeared each of the foregoing named members of the Board of Selectmen of the Town of Acton , proved to me through satisfactory evidence of identification, which was: examination of _____, to be the person whose name is signed on the preceding document, and acknowledged to me that he/she signed it voluntarily for its stated purpose as the foregoing named members of the Board of Selectmen of the Town of Acton, a municipal corporation.

_____(official signature and seal of notary)

My commission expires _____